

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: United States Bankruptcy Court Southern District of New York

AND TO: Sears Holdings Corporation, et al., et al. (collectively, "Debtors"); Case No. 18-23538 (RDD), Jointly Administered

Claim No. 1752

Bankruptcy Case: In re Sears Holdings Corporation, *et al.*, Case No. 18-23538 (RDD), Jointly Administered

MTD PRODUCTS INC., its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

WHITEBOX MULTI-STRATEGY PARTNERS LP

3033 Excelsior Blvd, Ste 300

Minneapolis, MN 55416

Attn: Scott Specken

its successors and assigns ("Buyer"), all rights, title and interest in and to proof of claim number 1752 of Seller in the principal amount of \$2,269,625.22 of the administrative priority claim under Section 503(b) of the Bankruptcy Code (the "Claim") (which is part of the total claim amount of \$4,203,009.67) against Debtors in the United States Bankruptcy Court, or any other court with jurisdiction over the Debtors' Bankruptcy Case.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtors and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing Buyer as the sole owner and holder of the Claim.

Buyer does not assume and shall not be responsible for any obligations or liabilities of the Seller related to or in connection with the Claim or the Bankruptcy Case. You are hereby directed to make all future payments and distributions free and clear of all setoffs and deductions, and to give all notices and other communications, in respect of the Claim to Buyer.


[Signature Page Follows]

IN WITNESS WHEREOF, Seller and Buyer have executed this Evidence of Partial Transfer of Claim as of the 21st day of November, 2018.

MTD PRODUCTS INC.

By: _____
Name:
Title:

WHITEBOX MULTI-STRATEGY PARTNERS, LP

DocuSigned by:

By: _____
Name: Mark Strefling
Title: Partner & CEO

IN WITNESS WHEREOF, Seller and Buyer have executed this Evidence of Partial Transfer of Claim as
of the 21st day of November, 2018.

MTD PRODUCTS INC.

By: James Maddox 04
Name: JAMES MADDOX Dk
Title: ASSISTANT TREASURER

WHITEBOX MULTI-STRATEGY PARTNERS, LP

By: _____
Name: _____
Title: _____